

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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|                                    |   |                         |
|------------------------------------|---|-------------------------|
| In re:                             | ) |                         |
|                                    | ) | Chapter 11              |
|                                    | ) |                         |
| LIGHTSQUARED INC., <i>et al.</i> , | ) | Case No. 12-12080 (SCC) |
|                                    | ) |                         |
| Debtors. <sup>1</sup>              | ) | Jointly Administered    |
|                                    | ) |                         |

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**ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF INTERIM  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED DURING PERIOD FROM  
SEPTEMBER 1, 2013 THROUGH AND INCLUDING DECEMBER 31, 2013**

Upon consideration of the applications (the “Applications”)<sup>2</sup> for allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period from September 1, 2013 through and including December 31, 2013 (the “Interim Compensation Period”) filed by professionals listed on Schedule 1 attached hereto (the “Professionals”), each of which has been retained in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of LightSquared Inc. and its affiliated debtors and debtors in possession (collectively, “LightSquared”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the

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<sup>1</sup> The debtors in these Chapter 11 Cases (as defined below), along with the last four digits of each debtor’s federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), SkyTerra Rollup Sub LLC (N/A), SkyTerra Investors LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp. (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), Lightsquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629), and One Dot Six TVCC Corp. (0040). The location of the debtors’ corporate headquarters is 10802 Parkridge Boulevard, Reston, VA 20191.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the applicable Application.

“Local Rules”), General Order M-447 Re: Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective February 5, 2013 (together with Local Rule 2016-1, the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective January 30, 1996 (collectively, the “U.S. Trustee Guidelines”), and the *Order Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, entered on June 11, 2012 [Docket No. 122] (the “Interim Compensation Order”); and it appearing that this Court has jurisdiction to consider the Applications and the relief requested therein pursuant to 28 U.S.C. § 1334; and notice of the Applications having been given pursuant to Bankruptcy Rules 2002(a)(7) and (c)(2) and appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice is needed or necessary; and the Court having reviewed the Applications and having heard statements in support of the Applications at the hearing held on March 17, 2014 (the “Hearing”); and the Court having determined that the legal and factual bases set forth in the Applications and at the Hearing establish just cause for the relief granted herein; and it appearing, and the Court having found, that the relief requested in the Applications is in the best interests of LightSquared’s estates, its creditors, and other parties in interest; and due consideration having been given to any responses thereto, including the Objection and Response of the United States Trustee Regarding Fifth Applications for Interim Compensation [Docket No. 1381] (the “U.S. Trustee Response”); and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Applications are granted on an interim basis to the extent set forth on Schedule 1 attached hereto.

2. Compensation for professional services rendered by the Professionals during the Interim Compensation Period is hereby allowed on an interim basis in the amounts set forth on Schedule 1 in the column entitled “Interim Fees Allowed for Current Period,” and LightSquared is authorized and directed to promptly pay the amounts set forth in the column entitled “Fees To Be Paid for Current Period.”

3. Reimbursement of expenses incurred by the Professionals during the Interim Compensation Period is hereby allowed on an interim basis in the amounts set forth on Schedule 1 in the column entitled “Interim Expenses Allowed for Current Period.” LightSquared is hereby authorized and directed to promptly pay the amounts set forth in the column entitled “Expenses To Be Paid for Current Period.”

4. LightSquared is authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order.

5. The Court retains jurisdiction with respect to all matters arising from or related to implementation and interpretation of this order.

Dated: May 16, 2014  
New York, New York

*/s/ Shelley C. Chapman*  
HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE

**Schedule 1<sup>1</sup>**

**DATED: MAY 16, 2014 INITIALS: (SCC) U.S.B.J.**

| (1)<br>Applicant                                                                    | (2)<br>Date<br>[Docket<br>Number of<br>Application] | (3)<br>Interim Fees<br>Requested<br>for Current<br>Period | (4)<br>Interim Fees<br>Allowed for<br>Current<br>Period | (5)<br>Fees To Be<br>Paid for<br>Current<br>Period | (6)<br>Interim<br>Expenses<br>Requested<br>for Current<br>Period | (7)<br>Interim<br>Expenses<br>Allowed for<br>Current<br>Period | (8)<br>Expenses To<br>Be Paid for<br>Current<br>Period |
|-------------------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------|
| Alvarez & Marsal North America,<br>LLC                                              | 2/21/2014<br>[1329]                                 | \$23,641.00                                               | \$23,641.00                                             | \$23,641.00                                        | \$60.25                                                          | \$60.25                                                        | \$60.25                                                |
| Dentons Canada LLP<br>(formerly Fraser Milner Casgrain LLP)                         | 2/21/2014<br>[1331]                                 | \$338,250.40                                              | \$323,927.43                                            | \$323,927.43                                       | \$3,949.94                                                       | \$3,949.94                                                     | \$3,949.94                                             |
| Ernst & Young LLP                                                                   | 2/21/2014<br>[1328]                                 | \$293,919.55                                              | \$293,919.55                                            | \$293,919.55                                       | \$11.87                                                          | \$11.87                                                        | \$11.87                                                |
| Gibson, Dunn & Crutcher LLP                                                         | 2/21/2014<br>[1323]                                 | \$34,991.50                                               | \$33,340.00                                             | \$33,340.00                                        | \$763.05                                                         | \$763.05                                                       | \$763.05                                               |
| Kirkland & Ellis LLP<br>(as Counsel to Special Committee of<br>Boards of Directors) | 2/21/2014<br>[1322]                                 | \$1,027,303.50                                            | \$1,027,303.50                                          | \$1,027,303.50                                     | \$8,191.97                                                       | \$8,191.97                                                     | \$8,191.97                                             |
| Kirkland & Ellis LLP<br>(as Special Litigation Counsel to<br>Debtors)               | 2/21/2014<br>[1332]                                 | \$648,907.00                                              | \$648,907.00                                            | \$648,907.00                                       | \$22,406.32                                                      | \$21,441.35                                                    | \$21,441.35                                            |
| Latham & Watkins LLP                                                                | 2/22/2014<br>[1334]                                 | \$1,070,539.50                                            | \$1,063,838.00                                          | \$1,063,838.00                                     | \$723.68                                                         | \$723.68                                                       | \$723.68                                               |
| Milbank, Tweed, Hadley & M <sup>c</sup> Cloy<br>LLP                                 | 2/21/2014<br>[1324]                                 | \$7,349,986.50                                            | \$6,235,080.75                                          | \$6,235,080.75                                     | \$284,407.65                                                     | \$281,348.36                                                   | \$281,348.36                                           |

<sup>1</sup> Columns (4), (5), (7), and (8) of this Schedule 1 reflect voluntary reductions for certain professionals as set forth in the U.S. Trustee Response and at the Hearing.

| (1)<br>Applicant                    | (2)<br>Date<br>[Docket<br>Number of<br>Application] | (3)<br>Interim Fees<br>Requested<br>for Current<br>Period | (4)<br>Interim Fees<br>Allowed for<br>Current<br>Period | (5)<br>Fees To Be<br>Paid for<br>Current<br>Period | (6)<br>Interim<br>Expenses<br>Requested<br>for Current<br>Period | (7)<br>Interim<br>Expenses<br>Allowed for<br>Current<br>Period | (8)<br>Expenses To<br>Be Paid for<br>Current<br>Period |
|-------------------------------------|-----------------------------------------------------|-----------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------|
| Moelis & Company, LLC               | 2/21/2014<br>[1327]                                 | \$600,000.00                                              | \$600,000.00                                            | \$600,000.00                                       | \$171,910.09                                                     | \$171,910.09                                                   | \$171,910.09                                           |
| Pillsbury Winthrop Shaw Pittman LLP | 2/21/2014<br>[1330]                                 | \$171,164.00                                              | \$171,164.00                                            | \$171,164.00                                       | \$3,828.05                                                       | \$3,828.05                                                     | \$3,828.05                                             |